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November 24, 1997

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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: M. M. & A. LAND CO., INC.

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation and Designation of Resident Agent, which we will appreciate your filing and returning a certified copy.

Also enclosed is my check in the amount of \$122.50 for the filing fee.

If there is any question, please let me know.

Very truly yours,

Thomas Sale, Jr.

Thomas Sale, Jr.

TSJr/km

Enclosures

cc: Mr. Marvin McCain

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
M. M. & A. LAND CO., INC.

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

Article I - Name

The name of the corporation is M. M. & A. LAND CO., INC. The principal office of the corporation is 712 W. Pierson Drive, Lynn Haven, Florida 32444 and the mailing address is P. O. Box 1139, Lynn Haven, FL 32444.

Article II - Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article III - Duration

This corporation shall have perpetual existence and shall commence on filing.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of common stock, each share having the par value of \$1.00.

Article V - Initial Registered
Office and Agent

The street address of the initial registered office of this corporation is 712 W. Pierson Drive, Lynn Haven, FL 32444, and the name of the initial registered agent of this corporation at that address is Marvin McCain.

Article VI - Board of Directors

This corporation shall have eight (8) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Marvin E. McCain
712 W. Pierson Drive
Lynn Haven, FL 32444

Lenda H. McCain
712 W. Pierson Drive
Lynn Haven, FL 32444

Don Mowat
P. O. Drawer 490
Lynn Haven, FL 32444

Norma Irene Mowat
P. O. Drawer 490
Lynn Haven, FL 32444

James M. Mowat
P. O. Drawer 490
Lynn Haven, FL 32444

Marion G. Mowat
P.O. Drawer 490
Lynn Haven, FL 32444

Sandy Wilton Andrews
P. O. Box 460
Lynn Haven, FL 32444

Betty Jean Mowat Andrews
P. O. Box 460
Lynn Haven, FL 32444

Article VII - Preemptive Rights

The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

Article VIII - Incorporators

The name and address of the person signing these Articles
is: _____

Marvin McCain
712 W. Pierson Dr.
Lynn Haven, FL 32444

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 21 day of November, 1997.

Marvin E. McCain (Seal)
Marvin McCain

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, this day personally
appeared MARVIN McCAIN, who is personally known to me and known to
me to be the individual described in and who executed the foregoing
Articles of Incorporation, and acknowledged before me that he
executed the same for the purposes therein expressed.

WITNESS my hand and seal in the state and county aforesaid
this 21 day of November, 1997.

Kathy L. Morrison
Notary Public
My Commission expires:



Official Seal
KATHY L. MORRISON
Notary Public, State of Florida
My Comm. Expires Sept. 29, 2000
No. LA 199908

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said act:

M. M. & A. LAND CO., INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at 712 W. Pierson Drive, Lynn Haven, Florida, 32444, has named MARVIN MCCAIN located at 712 W. Pierson Drive, Lynn Haven, Florida 32444, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as Resident Agent for the above stated corporation, at the place designated in this certificate, I hereby accept said appointment, state that I am familiar with, and accept the obligations provided for in the Florida Statute 607.0505.

By:


Marvin McCain
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA